

(Translation)

Minutes of the 2025 Annual General Meeting of Shareholders

Carabao Group Public Company Limited

Date, time and venue of the Meeting

Date of Meeting: April 25, 2025

Time: 02:00 pm

Venue: Via Electronic Media (E-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society re: Standards for Maintaining Security of the Meetings via Electronic Means B.E. 2563 (2020), and other related laws and regulations. The Meeting was broadcasted from meeting room 3<sup>rd</sup> floor, 393 Silom Building, Silom Subdistrict, Bangrak District, Bangkok 10500, Thailand. The Meeting shall be recorded in both video and sound for the related objectives to the Shareholders' Meeting.

Meeting Proceedings

Ms. Nutchamai Thanombooncharoen, Chairman of the Board of Director (the "Chairman"), acting as Chairman of the meeting, while Mr. Waranchai Jensiriwanich, Company Secretary (the "Company Secretary"), acting as the meeting secretary. Before the meeting commenced, the Chairman introduced Board of Director, Executives, and auditors attending the meeting in person at the meeting room, as well as those participating via electronic media, as follows:

Directors (attending the meeting at the meeting room):

- |                                    |  |
|------------------------------------|--|
| 1. Ms. Nutchamai Thanombooncharoen | Chairman of the Board of Director  |
| 2. Mr. Sathien Sathientham         | Vice Chairman of the Board of Director / Chief Executive Officer / Chairman of the Nomination and Remuneration Committee |
| 3. Mrs. Saowanee Kamolbutr         | Independent Director / Chairman of the Audit Committee   |
| 4. Mr. Romtham Sathientham         | Director / Managing Director   |

Directors (attending the meeting via electronic media):

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Surapon Nitikraipot        | Independent Director / Chairman of the Sustainability Development Committee |
| 2. Mr. Weerachai Ngamdeevilaisak  | Independent Director / Chairman of the Risk Management Committee            |
| 3. Mr. Nha-kran Laohawilai        | Independent Director / Director   |
| 4. GEN. Siripong Wongskhunti      | Independent Director / Director   |
| 5. Mr. Sanchai Jullamon           | Independent Director / Director   |
| 6. Mr. Yuenyong Opakul            | Director / Senior Deputy Managing Director                                  |
| 7. Mrs. Wongdao Thanombooncharoen | Director / Senior Deputy Managing Director                                  |
| 8. Mr. Kamoldist Smuthkochorn     | Director / Deputy Managing Director   |
| 9. Ms. Nutchanok Vongswat         | Director  |



### Voting in each agenda

- The Company will allow shareholders who are eligible to vote through the system one minute to cast their vote after the discussion of each agenda is complete.

- Shareholders can vote by pressing the “voting” button, which will display a menu with options to Approve, Disapprove and Abstain. If a shareholder doesn’t cast a vote within the allotted time, the system will assume that he/she approves to the particular item. In cases where an agenda item has already been closed, participants will no longer be able to cast or change their votes.

- In the case where a shareholder has granted a proxy to another individual or to an independent director of the Company to attend the meeting and cast votes in advance whether by submitting a physical proxy form to the Company or by using the e-Proxy Voting digital service the Company has duly recorded the votes in accordance with the shareholder’s instructions.

The e-Proxy Voting digital service provided by Thailand Securities Depository Co., Ltd. (TSD) is available to shareholders, including both domestic and foreign individuals, as well as domestic and foreign juristic persons. Individual shareholders may authorize proxies through the Investor Portal, while juristic persons must submit information and verify their identity with Thailand Securities Depository Co., Ltd. (TSD). The steps for using the e-Proxy Voting service are as follows:

1. Log in via the TSD Investor Portal app or the website <https://ivp.tsd.co.th>.
2. Select the menu “Other Transactions.”
3. Choose “Proxy/Voting for Shareholders' Meeting.”
4. Select “Create – Edit – Cancel.”
5. Confirm your acceptance of the terms of service.
6. Verify your national ID status to proceed with proxy authorization and voting by entering the **Laser Code** from your ID card for identity verification with the Department of Provincial Administration.
7. Click “OTP Request” to receive a One-Time Password (OTP) for transaction confirmation.
8. Select the securities for which you wish to authorize a proxy or vote.
9. The system will display details of shareholder entitlements and the list of proxy recipients.
10. Click to select the **director** you wish to appoint as your proxy.
11. Cast your vote for each agenda item and click “Next” to proceed to the next item.
12. After voting on all agenda items, the system will display a **proxy form** for review or download.

#### **Remark:**

- The Company is responsible for paying the stamp duty on behalf of the shareholders.
- The Company will announce the voting results after the vote for each agenda item is counted.

### Meeting procedure and question submission

The Company has conducted the meeting in accordance with the agenda outlined in the Notice of Meeting and will provide an opportunity for participants to raise questions (if any) prior to the voting on each agenda item.

Shareholders may submit questions by clicking the “Q&A” button in the ZOOM Meeting system and typing their message or question. Questions may be submitted under any agenda item at any time during the meeting and do not need to be submitted strictly during the consideration of that specific item. Alternatively, participants may request that the system moderator unmute their microphone to ask questions directly. The Company has set a minimum duration of at least one minute for question submission. The Company Secretary will read out the questions, selecting those that are relevant to the agenda item under discussion. Questions deemed unrelated will be addressed at the end of the meeting.

Additionally, in accordance with the Articles of Association of the Company, the Company Secretary reported to the Meeting that the voting procedures are based on the principle of one share equals one vote. In case of equal votes on any agenda item, the Chairman of the Meeting shall have the casting vote. In accordance with the Good Corporate Governance Guidelines under the category of Shareholders' Rights, the Company provided an opportunity for its shareholders to propose agenda items for consideration at the shareholders' meeting, as well as to nominate qualified candidates for directorships to replace those directors retiring by rotation this year. Such information was published on the Company's website and disclosed via the news system of the Stock Exchange of Thailand (“SET”) during the period from October 1 to December 31, 2024. However, no shareholders submit any issues for the agenda or proposed for the election.

**The details of vote counting of each agenda are as follows:**

Then, the agenda for the Meeting included 9 agendas items (not counting any other issue)

A majority vote of shareholders is required for agenda items 1, 3, 4, 5, 7 and 9. For agenda item 5, concerning the election the directors, shareholders will vote for each individual of directors, then this agenda will be separated the voting into 5.1, 5.2, 5.3, and 5.4, respectively.

A two-thirds vote of all shareholders present and entitled to vote is required for agenda item 6, which concerns approval remuneration.

A third-fourth vote of all shareholders present and entitled to vote is required for agenda item 8, which concerns approval the issue of debenture.

Agenda item 2 proposed for acknowledgement. There will be no voting on this item.

Then, The Chairman of the Meeting requested the Meeting proceed with the meeting agenda, as follows:

**Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders for the year 2024.**

The Chairman requested the Meeting to approve the minutes of the 2024 Annual General Meeting of Shareholders held on April 26, 2024, and assigned Mr. Waranchai Jensiriwanich, Company Secretary, to present to the Meeting.

The Company Secretary informed the shareholders to review the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 26, 2024. A copy of the minutes has been submitted to the SET and was published on the Company's website on May 10, 2024, within 14 days after the AGM. The details are provided in

Attachment 1, which has been sent to the shareholders together with the Notice of Meeting. The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** The Meeting considered and unanimously approve the minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 26, 2024, as proposed, with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	817,922,164	100.00
Disapproved	0	0.0000
Abstained	0	0.0000
Total	817,922,164	100.00

**Agenda 2 To acknowledge the Company's 2024 operating performance.**

The Chairman requested the Meeting to acknowledge the Company's 2024 operating results and assigned Mr. Romtham Sathientham, Managing Director, Mr. Pongsarn Klongwathanakith, Chief Financial Officer, and Mr. Waranchai Jensiriwanich, Company Secretary to present the results to the Meeting.

The Managing Director and the Chief Financial Officer reported that the 2024 operating results are detailed in the Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report), which had already been delivered to the shareholders along with the Notice of this Meeting.

In addition, the Company Secretary informed the meeting that in 2024, the Company participated in various programs and received several awards as follows:

1. Collective Action Against Corruption ("CAC"): On March 29, 2024, the Company was certified as a member by the CAC Committee, reflecting its strong commitment to supporting and promoting anti-corruption activities in strict accordance with CAC guidelines, in alignment with the Company's corporate governance principles.
2. Corporate Governance Report (CGR): The Company received a 5-star rating.
3. AGM Quality Assessment (AGM Checklist): The Company achieved a score of 100 out of 100, earning the top "5 Shields" level (Excellent – Model Example).
4. Best Managed Company in Thailand Award: The Company received this award continuously from 2021 to 2024.
5. Thailand's Top Corporate Brands Award 2022–2024: The Company was recognized in the Food and Beverage category.
6. IP Champion 2024: The Company received the award in the Trademark category from the Department of Intellectual Property.

CBG has been selected as a sustainability stock for the third consecutive year and received a SET ESG Rating of AA for the year 2024, an upgrade from the A rating in 2023. In addition, the Company was selected as a

member of the Sustainability Yearbook for the second consecutive year. This recognition reflects the Company's strong commitment to conducting its business efficiently and responsibly, with an ongoing focus on environmental, social, and governance (ESG) practices. The Company aims to drive sustainable business growth and deliver long-term value to shareholders. The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

**Resolution** This agenda proposed acknowledgement of the Company's 2024 operating results, and the Meeting duly acknowledged. There will be no voting on this item.

**Agenda 3 To approve the financial statements for the year ended as of December 31, 2024.**

The Chairman requested the Meeting to consider and approve the Financial Statements for the year ended December 31, 2024, which were audited by the auditor, and assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, to present them to the Meeting.

The Chief Financial Officer reported in the Meeting that in accordance with the Section 112 of the Public Company Act B.E. 2535 (1992) and Article 51 of the Article of Associate of the Company, the Company is required to prepare the balance sheet and statement of profit and loss as of the end of the Company's fiscal year and arrange for the auditor to review before presenting to the shareholder for approval. For the fiscal year ended December 31, 2024, the financial statements and auditor's report, the Board of Directors has resolved to propose to the general meeting of shareholders for approval of the financial statements as of December 31, 2024, and to acknowledge the auditor's report, which has been reviewed by the Audit Committee and audited and certified by EY Office Company Limited by Ms. Kamolthip Lerthvivatvarotep Certified Public Accountant, License No. 4377 as the auditor, who has reported and certified without qualification. Details can be found in the Company's 2024 Annual Report (Form 56-1 One Report), as presented in Attachment 2, which was delivered to the shareholders together with the Notice of the Meeting. The summary of the key financial highlights are as follows:

The auditor expressed an unqualified opinion. A summary of the key financial information is as follows:

Unit : THB million	2024	
	Consolidated financial statements	Separate financial statements
Total Assets	21,165	1,619
Profit for the year - Equity holders of the Company	2,843	987
Basic earnings per share (Baht/shares)	2.84	0.99
Total assets	18,378	8,950
Total Liabilities	5,287	2,811
Total Equities	13,091	6,139

The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** The Meeting considered and unanimously resolved to approve the financial statements of the year 2024, ended December 31, 2024, which had been audited and certified by the external auditor, as proposed, with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	817,922,864	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	817,922,864	100.0000

**Agenda 4 To approve the dividend payment for the year 2024.**

The Chairman requested the Meeting to consider and approve the dividend payment for the operating results of the year 2024 and assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, to present the details to the Meeting. The Chief Financial Officer addressed the Meeting, stating that in accordance with Article 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 56 of the Article of Associate of the Company, dividends cannot be paid from sources other than profits, and in the event that the Company has accumulated losses, dividends cannot be paid. In addition, the Company has a policy of paying dividends at a rate of not less than 40 percent of net profit after income tax of the consolidated financial statements and after the allotment of a legal reserve. The dividend payment rate is subject to various factors, including investment plans, the conditions and restrictions as specified in the loan agreements, or other relevant agreements (if any), financial condition and operating results, and other relevant factors. The Board of Directors may reconsider and amend the dividend policy from time to time to align with future business growth plans, investment capital, working capital requirements, and other factors. However, the dividend payment shall not exceed the retained earnings shown in the separate financial statements of the Company and must comply with the relevant laws. Thus, the approval of dividend payment depends on the resolution of the shareholders' meeting. Pursuant to the Article 116 of the Public Company Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company must allocate a portion of its annual net profit to a legal reserve of not less than 5 percent of net profits retained loss (if any) until such legal reserve amounts to not less than 10 percent of registered capital.

Currently, the Company's legal reserve has reached THB100,000,000 (One Hundred Million Baht), fulfills the requirement of holding at least 10 percent of the registered capital as legal reserve. Therefore, allocating additional profits to reserves is not necessary. Regarding the Company's operating results for 2024, the Company's consolidated net profit was approximately THB2,842 million (THB Two Thousand Eight Hundred Forty-Two Million). The Board of Directors Meeting No. 3/2024 held on August 8, 2024, approved an interim dividend payment to shareholders in the amount of 1,000 million shares (One Thousand Shares) at the rate of THB0.60 (THB Sixty Satang) per share, amounting to THB600 million (THB Six Hundred Million).

The Board of Directors' resolution considered and deemed it appropriate to propose to the Shareholders' Meeting for approval of the dividend payment to shareholders. The proposed dividend amount of THB1,000 million

(THB One Thousand Million) in total, distributed at the rate of THB0.70 (THB Seventy Satang) per share, represents a total payout of THB700 million (THB Seven Hundred Million). The total dividend from the 2024 operating results was THB1,300 million (THB One Thousand Three Hundred Million), which is approximately 45.7 percent of net profit, aligning with the Company's dividend payment policy.

The history of the Company's dividend payment.

	2024 (propose)	2023
Dividend per share (Baht)	1.30	0.90
Total amount of dividend (million baht)	1,300	900
Payout Ratio (%)	45.7	46.7

The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** The Meeting considered and unanimously resolved to acknowledged the interim dividend payment of THB0.60 per share and to approved an additional dividend payment of THB0.70 per share for the Company's operating results of the year 2024, as proposed, with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	817,948,164	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	817,948,164	100.0000

**Agenda 5** To consider and approve the appointment of Directors to replace the Directors who retires by rotation.

The Chairman requested the Meeting to consider and approve the appointment of Directors to replace those retiring by rotation and assigned Mr. Waranchai Jensiriwanich, Company Secretary, to present to the Meeting.

The Company Secretary addresses the Meeting, stating that in accordance with Article 71 of the Public Company Act B.E 2535 (1992) (as amended) and Article 20 of the Articles of Association of the Company, one-third (1/3) of all directors must retire at each annual general meeting of the shareholders. If the number of directors cannot be divided evenly into three (3) parts, the number closest to one-third (1/3) must retire. For the first and second years after the Company's registration, the directors who will retire are determined by drawing loss. In subsequent years, the director who has served the longest term will retire. A director who retires by rotation may be re-elected.

The Company currently has a total of 13 directors. The directors who will retire by rotation at this Meeting are: Mr. Sathien Sathientham, Mr. Yuenyong Opakul, Gen. Siripong Wongskhunti and Mr. Sanchai Jullamon

The Board of Directors, having met without the participation of any interested directors and having voted on the agenda item, has resolved to propose for consideration the list of directors, including the appropriate qualifications and experience of the directors who retired by rotation. The list of directors has been carefully and

meticulously vetted by the Board of Directors. Additionally, the Company had provided the opportunity for shareholders to propose any qualified candidate for directorship election in the period of October 1 – December 31, 2024. However, no additional proposals were received from the shareholders.

Therefore, the Board's resolution proposes the appointment of the following 4 directors to the Meeting for consideration:

5.1 Mr. Sathien Sathientham (Executive Director)

Position: Member of the Board of Director

Appointed as a director since March 18, 2014, and has served as a director for 10 years.

Including the current proposed term, the total tenure will be 13 years.

5.2 Mr. Yuenyong Opakul (Executive Director)

Position: Member of the Board of Director

Appointed as a director since March 18, 2014, and has served as a director for 10 years.

Including the current proposed term, the total tenure will be 13 years.

5.3 Gen. Siripong Wongskhunti (Independent Director)

Position: Member of the Board of Director

Appointed as a director since November 11, 2016, and has served as a director for 8 years.

Including the current proposed term, the total tenure will be 11 years.

5.4 Mr. Sanchai Jullamon (Independent Director)

Position: Member of the Board of Director

Appointed as a director since November 12, 2021, and has served as a director for 3 years.

Including the current proposed term, the total tenure will be 6 years.

The Board of Directors' resolution on this matter is in line with the considerations and recommendations of the Nomination and Remuneration Committee, which met without the participation of interested directors and voted on the agenda item.

The Board of Directors has considered and determined that the individual serving as an independent director fully meets the qualifications for independence as prescribed by the Securities and Exchange Commission ("SEC") and in accordance with relevant regulations. Mr. Siripong Wongskhunti remains capable of performing his duties and providing independent opinions, despite having served as the Company's independent director for more than nine consecutive years (including the current term being proposed for reappointment). This extended tenure has not compromised his independence. Moreover, he possesses extensive knowledge, expertise, and a deep understanding of the Company's business and operations, all of which have demonstrably contributed significant value to the Company.

The biographies and working experience of the nominated persons, information on attendance of the board of directors / sub-committees in the past years, shareholding in the company, directorship or executive positions in the listed companies and other companies including relationship information of the nominated persons appear in the Notice of the Meeting.

In accordance with the good corporate governance, the Meeting was requested to re-appoint the directors on an individual basis. Furthermore, the consideration under this agenda item is to be approved on an individual basis. When considering any person involved, the said person shall leave the meeting room or electronic conferencing system.

The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** 5.1 The Meeting considered and by a majority vote, resolved to approve the reappointment of Mr. Sathien Sathientham (Vice Chairman of the board) as a director for another term. The resolution was passed with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	815,987,641	99.7603
Disapproved	1,960,523	0.2397
Abstained	0	0.0000
Total	817,948,164	100.0000

5.2 The Meeting considered and by a majority vote, resolved to approve the reappointment of Mr. Yuenyong Opakul (Director) as a director for another term. The resolution was passed with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	808,127,925	98.7994
Disapproved	9,820,239	1.2006
Abstained	0	0.0000
Total	817,948,164	100.0000

5.3 The Meeting considered and by a majority vote, resolved to approve the reappointment of Gen. Siripong Wongskhunti (Independent Director) as a director for another term. The resolution was passed with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	799,611,464	97.7582
Disapproved	18,336,700	2.2418
Abstained	0	0.0000
Total	817,948,164	100.0000

5.4 The Meeting considered and by a majority vote, resolved to approve the reappointment of Mr. Sanchai Jullamon (Independent Director) as a director for another term. The resolution was passed with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	817,938,364	99.9988
Disapproved	9,800	0.0012
Abstained	0	0.0000
Total	817,948,164	100.0000

**Agenda 6 To consider and approve the remuneration of the Directors for the year 2025.**

The Chairman requested the Meeting to consider approve the directors' remuneration and Sub-committee for the year 2025 and assigned Mr. Waranchai Jensiriwanich, Company Secretary, to presented to the Meeting.

The Company Secretary addressed the Meeting, stating that in accordance with Article 90 of the Public Company Act B.E 2535 (1992) (as amended) and Article 33 of the Articles of Association of the Company, which prohibits the Company from paying any money or other property to directors, except as remuneration for directors. Directors are entitled to receive remuneration, bonuses, or other similar benefits as determined by the Annual General Meeting of Shareholders by a resolution consisting of no less than two-thirds of the total number of votes of shareholders present at the Meeting. In considering director remuneration, the Company has a policy to propose director remuneration at the appropriate rate, taking into account various factors as including:

- 1) Duties and responsibilities of each director.
- 2) Remuneration of other companies in the same industry.
- 3) Remuneration of companies listed on the SET.
- 4) Business expansion and profitable growth of the company.
- 5) Other environmental factors.

However, the Board of Directors has carefully considered the remuneration of directors and deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the remuneration of directors for the year 2025 at the amount not exceeding THB1 2,000,000 (THB Twelve Million), which is more than the remuneration of directors for the year 2024 in amount of THB1,000,000 (THB One Million), as detailed below:

The remuneration of Directors

Remuneration	2025 (propose)	2024
Remuneration Budget (million baht)	12.00	11.00
Remuneration Actual (million baht)	-	9.43
Other Remuneration	None	None
<b>Monthly Remuneration* (baht)</b>		
Chairman of the Board of Directors	120,000	120,000
Chairman of committee	45,000	45,000

Remuneration	2025 (propose)	2024
Member of committee	30,000	30,000
<b>Attendance Fee** (baht)</b>		
Chairman of the Board of Directors	30,000	30,000
Chairman of committee	30,000	30,000
Member of committee	30,000	30,000

Note : \* Monthly Remuneration paid for non-executive director.

\*\* Attendance Fee is paid for non-executive director who attend the meeting.

Director's bonuses will be allocated by the Chairman of the Nomination and Remuneration committee. Therefore, the opinion of the Board of Directors on such matters shall be complying with the considerations and recommendations of the Nomination and Remuneration Committee.

Regarding the director's bonus, these will be allocated at the discretion of the Chairman of the Nomination and Remuneration Committee, and no other forms of remuneration will be provided.

The Board of Directors' opinion on this matter is in line with the considerations and recommendations of the Nomination and Remuneration Committee.

The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** The Meeting considered and resolved, by not less than two-thirds of the total number of votes of the shareholders attending the Meeting, to approve the 2025 remuneration of the Board of Directors at the amount not exceeding THB12,000,000 (THB Twelve Million), as proposed, with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	817,885,763	99.9924
Disapproved	62,401	0.0076
Abstained	0	0.0000
Total	817,948,164	100.0000

**Agenda 7** To consider and approve the appointment of the auditor and determine auditor's fees for the year 2025.

The Chairman requested the Meeting to consider and approve the appointment of the auditor and determine the auditor's fees for the year 2025 and assigned Mrs. Saowanee Kamolbutr, Chairman of the Audit Committee to present to the Meeting.

The Chairman of the Audit Committee addressed the Meeting, stating that in accordance with Article 120 of the Public Company Act B.E.2535 (1992) (as amended), and Article 55 of the Articles of Association of the Company, the Annual General Meeting of Shareholders is required to consider the appointment of the auditor and determine the auditor's fees of the Company for the year 2025. The Audit Committee has considered the qualifications and work

experience of several audit firms and is of the opinion that EY Office Limited is an experienced and independent audit firm that does not have any conflicts of interest with the Company, its management, major shareholders, or any person related to such persons.

The Audit Committee has reviewed and recommends that the Board of Directors propose to the Annual General Shareholders' Meeting to the appointment of the auditor from EY Office Limited as the Company's auditor for the year 2025. One of the following auditors will be responsible for auditing and expressing an opinion on the Company's financial statements.

- 1) Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377; or
- 2) Ms. Siriwan Nitdamrong C.P.A. Registration No. 5906; or
- 3) Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451.

However, Ms. Kamontip Lertwitworatep has signed the Company's financial statements since 2020, included in this year, it will be the 6<sup>th</sup> year of her service.

The audit fee for the year 2025 is THB1,400,000 (THB One Million Four Hundred Thousand). The details of past audit fees are as follows:

Company	Variation	2025 (propose)	2024
Carabao Group Public Company Limited	Increased 180,000	1,400,000	1, 220,000

The Chairman provided the shareholders an opportunity to ask questions and/or express their opinions.

There were no further questions and/or opinions from the shareholders.

The Chairman requested the Meeting to consider and cast votes.

**Resolution** The Meeting considered and by a majority vote, resolved to approve the appointment of the auditor of the Company for the year 2025 and determined the auditor's fees at amount THB1,400,00 (THB One million Four Hundred Thousand), as proposed, with the following voting results:

Shareholder Voting	Number of votes (1 Share = 1 Vote)	Percentage
Approved	802,144,813	98.0679
Disapproved	15,803,351	1.9321
Abstained	0	0.0000
Total	817,948,164	100.0000

**Agenda 8 To approve the issue of debenture**

The Chairman assigned Mr. Pongsarn Klongwathanakith, Chief Financial Officer, presented to the Meeting that the company for consider and approve the issue of debenture, the principal amount of the debenture will not exceed THB5,000 million (THB Five Thousand million) that offered single or multiple. This is to expand business in the future and / or working capital of the Company. The details are as follows.

**Type:** All types of debentures or bonds, including without limitation, name registered debentures, bearer debentures, secured or unsecured debentures, with or without debenture holders' representative,

and subordinated or Senior debentures, depending on the market condition when issuing each trench of bond.

Currency: Bath and/or foreign currency by using the exchange rate on the day of the issuance of each trench of bond.

Total Value: The principal amount proposed for approval shall not exceed THB 5,000 million (THB Five Thousand million), or Thai baht equivalent for the foreign currency bond. When calculated with the aggregated amount of all outstanding debentures issued by the Company at any time, the total offering amount will not exceed THB 6,000 million (THB Six Thousand Million) (or equivalent in any other currency). The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed 60 business days after the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.

Maturity: Depending on the market situation when issuing each trench of bond.

Offering: To offer and issue debentures for any purposes except refinancing within 2 years, in one time or multiple times and/or in a project or revolving issuance to general public and/or private placement and/or local institutional investor and/or foreign investor at one time or multiple time according to the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Pre-mature redemption: The bondholder may or may not have the right to pre-maturely redeem bond, this will depend on the terms and conditions of each bond issuance.

Interest rate: Depending on the prevailing market condition when the bond is issued or depending on the terms and conditions of each bond issuance. In all, the rate shall be regulated by the announcement of the Security Exchange Commission and/or the Office of the Security Exchange Commission and/or other relevant regulations that is currently practiced in the time of issuance.

Authority to determine other specifics: To appoint the board of directors and/or delegated person to have following authority

1. Determine various specifics about the debenture, such as debenture's type, name, interest rate, maturity, redemption, bondholder representative, as well as the details about offering, which include, but not limited to, price, offering method and offering or distributing duration.
2. Appoint a financial advisor and/or underwriter and/or any other person according to any relevant legal requirement or any case as appropriate.

3. Negotiate, engage and amend contract and/or related documents, as well as filling in information, documents, and evidence for the Office of the Security Exchange Commission and/or relevant authority related to the bond issuance. Conduct any necessary actions that are required to issue bonds as appropriate.

**Objective:** Expanding business in the future, and/or preparing for working capital.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

**Resolution** The Meeting considered and resolved, by not less than third-fourth of the total number of votes of the shareholders attending the Meeting, to approve issue of debenture, the principal amount of the debenture will not exceed THB5,000 million (THB Five Thousand million) as proposed, with the following voting results:

Shareholder Voting	Number of votes(1 Share = 1 Vote)	Percentage
Approved	817,946,364	99.9998
Disapproved	0	0.0000
Abstained	1,800	0.0002
Total	817,948,164	100.0000

**Agenda 9** To consider and approve the increase of one director position and appoint a director of the company.

The Chairman assigned Mr. Waranchai Jensiriwanich, the Corporate Secretary, presented to the meeting that the company for consider and approve the increase of one director position and appoint a director of the company. The Company has expanded the business into more diverse management and business operations of the Company. Therefore, I need to have a person an expert and experience in other businesses to participate in the management of the Company, to most benefit the Company.

Therefore, the Board of Director agreed to propose to the Meeting for approve the increase of one director position and appoint a director of the company are Mr. Pakorn Peetathawatchai (Director Independent Director), that have eligibility and experienced have expertise in other businesses to participate in the management of the Company for the greater benefit of the Company as the Nomination and Remuneration Committee proposed. Information of the nominated person appears in Attachment 4 , which has been sent to the shareholders together with the Notice of Meeting

The Board of Directors has considered and determined that Mr. Pakorn Peetathawatchai possesses all the qualifications required to serve as an independent director in accordance with the regulations of the Securities and Exchange Commission (SEC), and capable of providing opinions independently and in compliance with the relevant criteria.

The Chairman offered opportunity, welcoming all questions and opinions from the shareholders.

There were neither questions nor opinions raised in the meeting.

The Chairman asked the Meeting to cast vote respective to the agenda afterwards.

**Resolution** The Meeting considered and passed its resolution, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved the appointment Mr. Pakorn Peetathawatchai as a new director (Independent Director) as proposed, with the following voting results:

Shareholder Voting	Number of votes(1 Share = 1 Vote)	Percentage
Approved	817,946,364	99.9998
Disapproved	1,800	0.0002
Abstained	0	0.0000
Total	817,948,164	100.0000

**Agenda 10 To consider other issues (if any)**

The Chairman allowed the shareholders to propose other matters which such proposal must be in accordance with the applicable law. However, no shareholders propose other matters.

The Chairman informed the Meeting that there were no other matters proposed for consideration. Therefore, it was deemed that the Meeting had completed the consideration of all agenda items as specified.

Thereafter, The Chairman provided an opportunity for the shareholders to pose questions. The Chairman and the Management addressed inquiries and discussed routine business matters until no further queries were raised.

No further questions or opinions were raised for deliberation during the Meeting. The Chairman then officially adjourned the Meeting, expressing gratitude to all shareholders and the Board of Directors for their participation.

The Meeting concluded at 03.30 pm.

*Signed*

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(Ms. Nutchamai Thanombooncharoen)

Chairman of the Board of Directors

*Signed*

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(Mr. Waranchai Jensiriwanich)

Company Secretary